

**Exhibit 10**

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9  
10 UNITED STATES DISTRICT COURT  
11 NORTHERN DISTRICT OF CALIFORNIA, SAN JOSE DIVISION  
12

13 SECURITIES AND EXCHANGE  
COMMISSION,

14 Plaintiff,

15 v.

16 KENNETH L. SCHROEDER,

17 Defendant.  
18

Case No. C-07-3798-JW

**THIRD PARTY KLA-TENCOR  
CORPORATION'S AMENDED AND  
SUPPLEMENTAL OBJECTIONS AND  
RESPONSES TO DEFENDANT'S  
SUBPOENA FOR RECORDS**

19  
20 Pursuant to Federal Rules of Civil Procedure Rule 45, third-party KLA-Tencor  
21 Corporation ("KLA"), by and through its attorneys Morgan, Lewis & Bockius LLP, hereby  
22 submits its amended objections and responses to the Subpoena for Records served by Kenneth L.  
23 Schroeder on October 18, 2007 ("Subpoena"). These objections and responses shall supersede  
24 those previously served by KLA on November 8, 2007.  
25  
26  
27

1 KLA incorporates by reference each and every General Objection set forth below into  
 2 each and every specific response. Occasionally a specific response may repeat a General  
 3 Objection for emphasis or some other reason. The failure to repeat any General Objection in any  
 4 specific response shall not be interpreted as a waiver of any General Objection to that response.

#### 5 6 **GENERAL OBJECTIONS**

7 1. **AMENDED OBJECTION:** KLA objects to the Demands to the extent that they  
 8 seek production of documents already in Schroeder's possession, custody, or control, or that are  
 9 equally as accessible to Schroeder as to KLA. This includes, but is not limited to, documents  
 10 produced to Schroeder by the Securities and Exchange Commission ("SEC") as Initial  
 11 Disclosures under F.R.C.P. 26(a)(1) ("Initial Disclosures") or in any other document production  
 12 or disclosure by the SEC or a third party. Based on KLA's review of the SEC's Initial  
 13 Disclosures to Schroeder, KLA believes that Schroeder has already received from the SEC  
 14 thousands of pages of documents, which KLA and other parties previously produced to the SEC  
 15 and other government agencies, that are responsive to this Subpoena. Because such documents  
 16 are already in Schroeder's possession, custody, or control or are equally as accessible to  
 17 Schroeder as to KLA, it would be unduly burdensome and an improper use of the discovery  
 18 process to compel KLA to produce such documents in this case.

19 2. KLA objects to the Subpoena and the Definitions, Instructions, and Demands  
 20 contained therein to the extent that they impose obligations that exceed the scope of KLA's  
 21 obligations under the Federal Rules or the Local Rules for the Northern District of California.

22 3. KLA objects to the Demands to the extent they are overly broad, unduly  
 23 burdensome and oppressive (including, without limitation, Demands as to which the burden and  
 24 expense of locating and producing potentially responsive documents, which (if any exist) may be  
 25 numerous and in numerous different locations, clearly outweighs the probative value (if any) of  
 26 such documents), and beyond the proper scope of discovery. Such objections shall be made in  
 27 the short form "overly broad and unduly burdensome."

28 4. KLA objects to the Demands to the extent they seek production of documents that  
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1 are neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
2 discovery of admissible evidence.

3 5. AMENDED OBJECTION 5: KLA objects to the Demands to the extent they seek  
4 production of documents protected by the attorney-client privilege, work product doctrine, or any  
5 other applicable privileges, doctrine, or immunity. No such privileged documents or information  
6 will be produced at any time, and any inadvertent production thereof shall not be deemed a  
7 waiver of any privilege with respect to such documents or information or of any work product  
8 doctrine which may attach thereto. KLA further objects to the extent that Schroeder has taken the  
9 unreasonable position of insisting that production of any documents protected by the attorney-  
10 client privilege or attorney work product would constitute a waiver of said privilege. KLA  
11 additionally objects to Schroeder's insistence that KLA's previous productions to the SEC and  
12 other government agencies constituted a waiver of any attorney-client privilege or attorney work  
13 product.

14 6. AMENDED OBJECTION 6: KLA objects to the Demands to the extent they seek  
15 confidential, proprietary, or competitively sensitive information, or information protected by  
16 rights of privacy of KLA's past and present employees under Article I, Section 1 of the California  
17 Constitution and other applicable law. Absent the entry of a suitable protective order in this case  
18 to safeguard the confidentiality of the documents sought, no such documents will be produced.  
19 KLA objects to the Demands to the extent that Schroeder has refused to cooperate with KLA  
20 regarding a protective order. KLA further objects to the extent that Schroeder insists on specific  
21 designation of the categories of documents produced, which is extremely burdensome given the  
22 massive volume of documents sought by these Demands. KLA objects to the Demands to the  
23 extent they seek documents not currently in its possession, custody, or control.

24 7. KLA objects to the Demands to the extent they are not set forth with sufficient  
25 particularity, and/or are vague, ambiguous, duplicative, and unlimited in scope.

26 8. KLA objects to the Demands to the extent they seek documents not currently in its  
27 possession, custody, or control.

28 9. KLA objects to the Demands to the extent they seek documents that are no longer  
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1 readily accessible to KLA but might exist only in electronic archives or back-up files. KLA will  
 2 not rebuild these electronic archives and back-up files in order to search for documents that may  
 3 be responsive to the Demands.

4 10. KLA objects to the Demands to the extent they seek to impose on KLA an  
 5 obligation to investigate or discover information or materials from third parties or sources that are  
 6 equally accessible to Defendant.

7 11. KLA objects to the Demands to the extent they seek documents or information  
 8 regarding third parties. The SEC has alleged that Defendant "violated the antifraud provisions of  
 9 the federal securities laws, made or caused to be made materially false or misleading statements  
 10 to KLA's auditors, falsified books and records, and caused KLA to falsely report its financial  
 11 results." See Complaint, ¶ 4. Thus, the conduct of or information or documents regarding any  
 12 party other than Schroeder are not relevant to the subject matter of this action and are beyond the  
 13 scope of permissible discovery.

14 12. KLA objects to the Demands to the extent they seek documents during the time  
 15 frame January 1, 1991 to December 31, 1996 as overly broad and unduly burdensome, as well as  
 16 irrelevant. The time frame at issue in this action is mid-1999 to mid-2002 "and once again in  
 17 2005." See Complaint, ¶ 1. Moreover, the Subpoena largely seeks documents that KLA  
 18 previously produced to the SEC and the Department of Justice as part of the various  
 19 governmental investigations pertaining to KLA and Defendant; those documents and  
 20 investigations focused upon the timeframe in 1997 and after.

21 13. KLA objects to the Demands as overly broad, unduly burdensome, oppressive, and  
 22 beyond the proper scope of discovery to the extent they seek documents and information  
 23 available to Defendant from Plaintiff or from other non-parties. KLA, a non-party to this action,  
 24 should not be put to the time and expense to produce such documents and information.

25 14. AMENDED OBJECTION 14: By representing that it will produce documents,  
 26 KLA does not represent that such documents exist, but only that a reasonable, good faith search  
 27 for such documents will be made and, to the extent that any such responsive nonprivileged  
 28 documents exist and are not already in Schroeder's possession, those documents will be produced

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1 subject to the objection(s) stated provided that an adequate protective order is entered that will  
2 protect disclosure of KLA and KLA current and former employees' confidential, proprietary,  
3 and/or private information.

4 15. KLA's objections, responses, and production of documents are based upon  
5 information and writings available to and located by KLA and its undersigned attorneys as of  
6 service of these responses. KLA has not completed its investigation of the facts relating to this  
7 Subpoena, and all of the information supplied and documents and things produced are based only  
8 on such information and documents which are reasonably available and specifically known to  
9 KLA and its attorneys as of the date of service of its response. Therefore, KLA's objections,  
10 responses, and production of documents are without prejudice to its right to supplement and/or  
11 amend its objections, responses, and production of documents.

12 16. If multiple, identical copies of any document are responsive to any Demands  
13 herein, only one representative copy will be produced. Producing more than one identical copy is  
14 unduly burdensome and oppressive.

15 17. KLA objects to the use of the terms "YOU," "YOUR," and "THE COMPANY" on  
16 the ground that these terms render the Demands in which they appear vague and ambiguous,  
17 overly broad, unduly burdensome, oppressive, and beyond the scope of permissible discovery to  
18 the extent such definitions expand the scope of inquiry beyond the directors, officers, employees,  
19 members of the Special Committee, and members of the Special Litigation Committee of KLA.

20 18. KLA objects to the term "COMMUNICATION(S)" as used in the Subpoena, to  
21 the extent this definition is broader than and deviates from the commonly understood definition of  
22 the term, on the ground that it renders the Demands in which it appears vague, ambiguous, and  
23 overly broad and unduly burdensome.

24 19. KLA objects to the term "DOCUMENT(S)" as used the Subpoena, to the extent  
25 this definition is broader than and deviates from the commonly understood definition of the term,  
26 on the ground that it renders the Demands in which it appears vague, ambiguous, and overly  
27 broad and unduly burdensome.

**SPECIFIC OBJECTIONS AND RESPONSES TO DEFENDANT'S PRODUCTION  
DEMANDS NO. 1-60**

**PRODUCTION DEMAND NO. 1**

All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION or the RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to, presented to or received from, the SEC.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 1**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

Based on KLA's review of the SEC's Initial Disclosures, KLA believes the SEC has already produced substantially all of the documents responsive to this Demand to Schroeder. Because these documents are already in Schroeder's possession, custody, or control, it would be unduly burdensome and an improper use of the discovery process to compel KLA to produce such documents in this case. Accordingly, KLA will not produce any documents responsive to this Demand which the SEC has already produced to Schroeder, as such documents are already in Schroeder's possession, custody, or control, and therefore are equally accessible to Schroeder as to KLA. KLA also refuses to produce many of these responsive documents on the additional ground that they are protected by the attorney client privilege, the work product doctrine, and/or

1 other applicable privileges. To the extent Schroeder is concerned that the set of documents he  
 2 received from the SEC is incomplete, KLA is willing to meet and confer with Schroeder to  
 3 compare the documents he has received from the SEC with the non-privileged, non-attorney work  
 4 product documents KLA already produced to the SEC.

5 To the extent that KLA has any responsive documents that the SEC has not produced to  
 6 Schroeder and that are not protected by the attorney-client privilege, the work product doctrine, or  
 7 some other applicable privilege, KLA will produce such documents to Schroeder to the extent  
 8 they do not contain any trade secrets or confidential or completely sensitive business information  
 9 and subject to the entry by the court of a protective order prohibiting the parties from disclosing  
 10 such documents or information to third parties or using them for purposes unrelated to this  
 11 litigation. However, KLA currently believes that all non-privileged responsive documents that  
 12 were produced to the SEC have already been produced to Schroeder pursuant to the SEC's Initial  
 13 Disclosures.

#### 14 **PRODUCTION DEMAND NO. 2**

15 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION or  
 16 the RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to,  
 17 presented to or received from, the DOJ.

#### 18 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 2**

19 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 20 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 21 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 22 KLA further objects to this Demand to the extent it seeks production of documents which are  
 23 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 24 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 25 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 26 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 27 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 28 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this

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1 Demand to the extent it contains duplicative requests, in whole or in part.

2 Based on KLA's review of the SEC's Initial Disclosures, KLA believes the SEC has  
 3 already produced substantially all of the documents responsive to this Demand to Schroeder.  
 4 Because these documents are already in Schroeder's possession, custody, or control, it would be  
 5 unduly burdensome and an improper use of the discovery process to compel KLA to produce  
 6 such documents in this case. Accordingly, KLA will not produce any documents responsive to  
 7 this Demand which the SEC has already produced to Schroeder, as such documents are already in  
 8 Schroeder's possession, custody, or control, and therefore are equally accessible to Schroeder as  
 9 to KLA. KLA also refuses to produce many of these responsive documents on the additional  
 10 ground that they are protected by the attorney client privilege, the work product doctrine, and/or  
 11 other applicable privileges. To the extent Schroeder is concerned that the set of documents he  
 12 received from the SEC is incomplete, KLA is willing to meet and confer with Schroeder to  
 13 compare the documents he has received from the SEC with the non-privileged, non-attorney work  
 14 product documents KLA already produced to the DOJ.

15 To the extent that KLA has any responsive documents that the SEC has not produced to  
 16 Schroeder and that are not protected by the attorney-client privilege, the work product doctrine, or  
 17 some other applicable privilege, KLA will produce such documents to Schroeder to the extent  
 18 they do not contain any trade secrets or confidential or completely sensitive business information  
 19 and subject to the entry by the court of a protective order prohibiting the parties from disclosing  
 20 such documents or information to third parties or using them for purposes unrelated to this  
 21 litigation. However, KLA currently believes that all non-privileged responsive documents that  
 22 were produced to the DOJ have already been produced to Schroeder pursuant to the SEC's Initial  
 23 Disclosures.

24 **PRODUCTION DEMAND NO. 3**

25 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION or  
 26 the RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to,  
 27 presented to or received from, the NASDAQ.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 3**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

Subject to and without waiving the foregoing limitations and General and Specific Objections, KLA will produce relevant, non-privileged documents that are responsive to this Demand provided that an adequate protective order is entered that will protect disclosure of KLA and KLA current and former employees' confidential, proprietary, and/or private information.

**PRODUCTION DEMAND NO. 4**

All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to, presented to or received from, PWC.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 4**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.

1 KLA further objects to this Demand to the extent it seeks production of documents which are  
 2 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 3 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 4 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 5 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 6 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 7 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 8 Demand to the extent it contains duplicative requests, in whole or in part.

9 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 10 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 11 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 12 No such documents will be produced by KLA.

13 Subject to and without waiving the foregoing limitations and General and Specific  
 14 Objections, KLA will produce relevant, non-privileged documents that are responsive to this  
 15 Demand provided that an adequate protective order is entered that will protect disclosure of KLA  
 16 and KLA current and former employees' confidential, proprietary, and/or private information.

17 **PRODUCTION DEMAND NO. 5**

18 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION  
 19 and/or RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to,  
 20 presented to or received from LECCG.

21 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 5**

22 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 23 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 24 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 25 KLA further objects to this Demand to the extent it seeks production of documents which are  
 26 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 27 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 28 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

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1 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 2 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 3 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 4 Demand to the extent it contains duplicative requests, in whole or in part.

5 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 6 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 7 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

8 No such documents will be produced by KLA.

9 **PRODUCTION DEMAND NO. 6**

10 All DOCUMENTS which you reviewed as part of the SPECIAL COMMITTEE  
 11 INVESTIGATION and/or RESTATEMENT.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 6**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 15 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 16 KLA further objects to this Demand to the extent it seeks production of documents which are  
 17 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 18 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 19 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 20 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 21 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 22 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 23 Demand to the extent it contains duplicative requests, in whole or in part.

24 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 25 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 26 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 27 No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 7**

All DOCUMENTS which YOU created or prepared in connection with SPECIAL COMMITTEE INVESTIGATION, including all DOCUMENTS concerning interviews of witnesses and summaries of option grants, including all drafts.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 7**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 8**

All DOCUMENTS which YOU created or prepared in connection with SLC INVESTIGATION, including all DOCUMENTS concerning interviews of witnesses, including all drafts.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 8**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound and improper in form.

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1 KLA further objects to this Demand to the extent it seeks production of documents which are  
 2 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 3 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 4 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 5 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 6 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 7 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 8 Demand to the extent it contains duplicative requests, in whole or in part.

9 KLA further objects to this Demand to the extent that Schroeder's counsel agreed, during  
 10 a meet and confer dated November 20, 2007, that Schroeder would wait to pursue documents  
 11 responsive to this Demand.

12 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 13 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 14 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 15 No such documents will be produced by KLA.

#### 16 **PRODUCTION DEMAND NO. 9**

17 All DOCUMENTS memorializing any interactions which you attended with  
 18 representatives of the SEC, DOJ and/or NASDAQ CONCERNING the SPECIAL COMMITTEE  
 19 INVESTIGATION and/or RESTATEMENT.

#### 20 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 9**

21 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 22 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 23 to this Demand to the extent that it is vague and ambiguous, compound and improper in form.  
 24 KLA further objects to this Demand to the extent it seeks production of documents which are  
 25 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 26 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 27 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 28 No such privileged documents will be produced. KLA objects to this Demand to the extent it

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1 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 10**

9 All DOCUMENTS CONCERNING the SPECIAL COMMITTEE INVESTIGATION  
10 and/or RESTATEMENT which YOU transmitted to, read to (in whole or in part), summarized to  
11 presented to or received from, members of the press or other news media.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 10**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
15 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
16 KLA further objects to this Demand to the extent it seeks production of documents which are  
17 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
18 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
19 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
20 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
21 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
22 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
23 Demand to the extent it contains duplicative requests, in whole or in part.

24 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
25 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
26 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
27 No such documents will be produced by KLA.

28 Subject to and without waiving the foregoing limitations and General and Specific

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14.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW



Objections, KLA will produce relevant, non-privileged documents that are responsive to this Demand provided that an adequate protective order is entered that will protect disclosure of KLA and KLA current and former employees' confidential, proprietary, and/or private information.

**PRODUCTION DEMAND NO. 11**

All DOCUMENTS CONCERNING the COMPANY'S SEC filings that refer to or discuss the SPECIAL COMMITTEE INVESTIGATION and/or RESTATEMENT, including drafts which YOU prepared or edited.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 11**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 12**

All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted to, read to (in whole or in part), summarized to, presented to or received from, the SEC.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 12**

KLA reasserts and incorporates each of the General Objections set forth above. KLA  
1-SF/7643633.3 15.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW



1 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 2 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 3 KLA further objects to this Demand to the extent it seeks production of documents which are  
 4 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 5 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 6 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 7 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 8 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 9 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 10 Demand to the extent it contains duplicative requests, in whole or in part.

11 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 12 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 13 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 14 No such documents will be produced by KLA.

15 Subject to and without waiving the foregoing limitations and General and Specific  
 16 Objections, KLA will produce relevant, non-privileged documents that are responsive to this  
 17 Demand provided that an adequate protective order is entered that will protect disclosure of KLA  
 18 and KLA current and former employees' confidential, proprietary, and/or private information.

19 **PRODUCTION DEMAND NO. 13**

20 ALL DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted  
 21 to, read to (in whole or in part), summarized to, presented to or received from, the DOJ.

22 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 13**

23 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 24 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 25 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 26 KLA further objects to this Demand to the extent it seeks production of documents which are  
 27 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 28 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents

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16.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action.

No such documents will be produced by KLA.

#### **PRODUCTION DEMAND NO. 14**

All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted to, read to (in whole or in part), summarized to, presented to or received from, the NASDAQ, in any interaction with it in YOUR capacity as counsel for KLA-TENCOR or as counsel for any individual director or employee of KLA-TENCOR.

#### **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 14**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,

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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

2 No such documents will be produced by KLA.

3 **PRODUCTION DEMAND NO. 15**

4 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted  
5 to, read to (in whole or in part), summarized to, presented to or received from, PWC.

6 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 15**

7 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
8 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
9 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.

10 KLA further objects to this Demand to the extent it seeks production of documents which are  
11 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
12 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
13 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

14 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
15 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
16 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
17 Demand to the extent it contains duplicative requests, in whole or in part.

18 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
19 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
20 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

21 No such documents will be produced by KLA.

22 **PRODUCTION DEMAND NO. 16**

23 All calendars, notebooks or diaries memorializing dates for telephone calls and/or  
24 meetings of Kenneth Levy, Jon Tompkins, Gary Dickerson, Joy Nyberg, Lisa Berry, Stuart  
25 Nichols, John Kispert, Maureen Lamb, Barbara Stebbins and Mark Nordstrom CONCERNING  
26 compensation of employees, accounting for employee compensation, stock option grants and/or  
27 corporate governance issues.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 16**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 17**

All DOCUMENTS CONCERNING the dates, times, participants and length of meetings and/or telephone calls which YOU had with the SEC, DOJ and/or NASDAQ CONCERNING the SPECIAL COMMITTEE INVESTIGATION and/or SLC INVESTIGATION, including attorney billing records and calendar entries.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 17**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents

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19.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 2 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 3 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 4 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 5 Demand to the extent it contains duplicative requests, in whole or in part.

6 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 7 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 8 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 9 No such documents will be produced by KLA.

10 **PRODUCTION DEMAND NO. 18**

11 All DOCUMENTS CONCERNING meetings and/or telephone calls which YOU had with  
 12 representatives of the press or other news media CONCERNING SCHROEDER, LEVY, the  
 13 SPECIAL COMMITTEE INVESTIGATION and/or the SLC INVESTIGATION, including  
 14 attorney billing records and calendar entries.

15 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 18**

16 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 17 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 18 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 19 KLA further objects to this Demand to the extent it seeks production of documents which are  
 20 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 21 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 22 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 23 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 24 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 25 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 26 Demand to the extent it contains duplicative requests, in whole or in part.

27 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 28 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,

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20.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 2 No such documents will be produced by KLA.

3 **PRODUCTION DEMAND NO. 19**

4 All DOCUMENTS CONCERNING the SLC INVESTIGATION which YOU transmitted  
 5 to, read to (in whole or in part), summarized to, presented to or received from the press.

6 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 19**

7 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 8 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 9 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 10 KLA further objects to this Demand to the extent it seeks production of documents which are  
 11 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 12 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 13 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 14 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 15 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 16 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 17 Demand to the extent it contains duplicative requests, in whole or in part.

18 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 19 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 20 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 21 No such documents will be produced by KLA.

22 Subject to and without waiving the foregoing limitations and General and Specific  
 23 Objections, KLA will produce relevant, non-privileged documents that are responsive to this  
 24 Demand provided that an adequate protective order is entered that will protect disclosure of KLA  
 25 and KLA current and former employees' confidential, proprietary, and/or private information.

26 **PRODUCTION DEMAND NO. 20**

27 All lists of search words, terms, or phrases that you used to search through DOCUMENTS  
 28 in connection with the SPECIAL COMMITTEE INVESTIGATION OR SPECIAL

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21.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

LITIGATION COMMITTEE INVESTIGATION.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 20**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 21**

All DOCUMENTS CONCERNING the RESTATEMENT.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 21**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

No such privileged documents will be produced. KLA objects to this Demand to the extent it

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22.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW



1 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 22**

9 All DOCUMENTS CONCERNING KLA-TENCOR's SPECIAL COMMITTEE  
 10 INVESTIGATION which the law firms of Skadden Arps Slate Meagher & Flom LLP on behalf  
 11 of the SPECIAL COMMITTEE or Morgan Lewis, on behalf of the COMPANY transmitted to  
 12 read to (in whole or in part), summarized to, presented to or received from any government  
 13 agency or the NASDAQ.

14 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 22**

15 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 16 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 17 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 18 KLA further objects to this Demand to the extent it seeks production of documents which are  
 19 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 20 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 21 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 22 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 23 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 24 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 25 Demand to the extent it contains duplicative requests, in whole or in part.

26 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 27 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 28 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

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23.



1 No such documents will be produced by KLA.

2 **PRODUCTION DEMAND NO. 23**

3 All DOCUMENTS CONCERNING KLA-TENCOR's stock option grants to directors and  
4 any other non-employee of the COMPANY.

5 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 23**

6 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
7 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
8 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
9 KLA further objects to this Demand to the extent it seeks production of documents which are  
10 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
11 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
12 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
13 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
14 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
15 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
16 Demand to the extent it contains duplicative requests, in whole or in part.

17 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
18 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
19 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
20 No such documents will be produced by KLA.

21 **PRODUCTION DEMAND NO. 24**

22 All DOCUMENTS CONCERNING KLA-TENCOR's accounting for stock option grants,  
23 both before and after the SPECIAL COMMITTEE INVESTIGATION, including all  
24 DOCUMENTS transmitted to and received from PWC or LECG in connection with the  
25 RESTATEMENT.

26 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 24**

27 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
28 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
1-SF/7643633.3 24.

1 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 2 KLA further objects to this Demand to the extent it seeks production of documents which are  
 3 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 4 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 5 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 6 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 7 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 8 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 9 Demand to the extent it contains duplicative requests, in whole or in part.

10 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 11 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 12 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 13 No such documents will be produced by KLA.

#### 14 **PRODUCTION DEMAND NO. 25**

15 All DOCUMENTS CONCERNING action or remedial measures that YOU took as a  
 16 result of the SPECIAL COMMITTEE INVESTIGATION, including documents CONCERNING  
 17 resignations of directors from YOUR board of directors, terminations of officers and/or  
 18 employees, cancellations of options, re-pricing of options and payment of bonuses on account of  
 19 re-priced options.

#### 20 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 25**

21 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 22 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 23 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 24 KLA further objects to this Demand to the extent it seeks production of documents which are  
 25 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 26 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 27 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 28 No such privileged documents will be produced. KLA objects to this Demand to the extent it

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25.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 26**

9 All DOCUMENTS CONCERNING interviews of KLA-TENCOR current and former  
 10 directors, officers, attorneys, employees, auditors, and consultants in whatever form (including  
 11 memoranda, reports, handwritten notes, e-mails, dictation and summaries) that were conducted as  
 12 part of the SPECIAL LITIGATION COMMITTEE INVESTIGATION.

13 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 26**

14 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 15 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 16 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 17 KLA further objects to this Demand to the extent it seeks production of documents which are  
 18 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 19 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 20 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 21 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 22 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 23 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 24 Demand to the extent it contains duplicative requests, in whole or in part.

25 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 26 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 27 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 28 No such documents will be produced by KLA.

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26.

**PRODUCTION DEMAND NO. 27**

All DOCUMENTS evidencing the Board and/or the Compensation Committee's intention that officer grants be dated the same day as employee grants.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 27**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 28**

All DOCUMENTS concerning the Board of Directors' granting of options to Section 16b officers including all DOCUMENTS evidencing any follow-up to assure that the Secretary, General Counsel, or Human Resources had properly documented its grants.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 28**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, argumentative, lacks foundation, and is improper in form. KLA further objects to this Demand to the extent it seeks

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27.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 production of documents which are neither relevant to the subject matter of this action nor  
 2 reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this  
 3 Demand to the extent it seeks documents protected by the attorney-client privilege, work product  
 4 doctrine, or other applicable privilege. No such privileged documents will be produced. KLA  
 5 objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive  
 6 information or information that is protected by the right to privacy of any third party that KLA is  
 7 obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests,  
 8 in whole or in part.

9 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 10 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 11 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 12 No such documents will be produced by KLA.

### 13 **PRODUCTION DEMAND NO. 29**

14 All DOCUMENTS CONCERNING the number and dates of options granted by the  
 15 Company to each of its directors and officers.

### 16 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 29**

17 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 18 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 19 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 20 KLA further objects to this Demand to the extent it seeks production of documents which are  
 21 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 22 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 23 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 24 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 25 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 26 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 27 Demand to the extent it contains duplicative requests, in whole or in part.

28 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 1-SF/7643633.3 28.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 2 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 3 No such documents will be produced by KLA.

4 Subject to and without waiving the foregoing limitations and General and Specific  
 5 Objections, KLA will produce relevant, non-privileged documents that are responsive to this  
 6 Demand provided that an adequate protective order is entered that will protect disclosure of KLA  
 7 and KLA current and former employees' confidential, proprietary, and/or private information.

8 **PRODUCTION DEMAND NO. 30**

9 All DOCUMENTS concerning the Compensation Committee's granting of options to  
 10 Section 16b officers including all DOCUMENTS evidencing any follow-up to assure that the  
 11 Secretary, General Counsel, or Human Resources had properly documented its grants.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 30**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 15 to this Demand to the extent that it is vague and ambiguous, compound, argumentative, lacks  
 16 foundation, and is improper in form. KLA further objects to this Demand to the extent it seeks  
 17 production of documents which are neither relevant to the subject matter of this action nor  
 18 reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this  
 19 Demand to the extent it seeks documents protected by the attorney-client privilege, work product  
 20 doctrine, or other applicable privilege. No such privileged documents will be produced. KLA  
 21 objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive  
 22 information or information that is protected by the right to privacy of any third party that KLA is  
 23 obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests,  
 24 in whole or in part.

25 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 26 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 27 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 28 No such documents will be produced by KLA.

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29.

**PRODUCTION DEMAND NO. 31**

All DOCUMENTS CONCERNING Part I, Item 3 (Legal Proceedings) and Part II, Item 7 (Management Discussion & Analysis) of THE COMPANY'S Form 10-K filed on January 29, 2007, including all drafts of these items.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 31**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 32**

All DOCUMENTS CONCERNING the conclusions of the SPECIAL COMMITTEE set forth on pages 24 and 34 of THE COMPANY'S Form 10-K filed January 29, 2007, including all drafts these items.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 32**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.

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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW



1 KLA further objects to this Demand to the extent it seeks production of documents which are  
 2 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 3 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 4 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 5 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 6 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 7 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 8 Demand to the extent it contains duplicative requests, in whole or in part.

9 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 10 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 11 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 12 No such documents will be produced by KLA.

### 13 **PRODUCTION DEMAND NO. 33**

14 All DOCUMENTS CONCERNING measurement dates for option grants applied before  
 15 and as a result of the RESTATEMENT.

### 16 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 33**

17 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 18 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 19 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 20 KLA further objects to this Demand to the extent it seeks production of documents which are  
 21 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 22 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 23 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 24 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 25 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 26 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 27 Demand to the extent it contains duplicative requests, in whole or in part.

28 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
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his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 34**

All DOCUMENTS CONCERNING interviews of KLA-TENCOR current and former directors, officers, employees, auditors, and consultants in whatever form (including memoranda, typed reports, handwritten notes, and summaries) that were conducted in connection with the SLC INVESTIGATION.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 34**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 35**

All DOCUMENTS transmitted to or received from PWC CONCERNING the SLC INVESTIGATION, including all COMMUNICATIONS, binders, and document compilations.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 35**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 36**

All DOCUMENTS provided to or received from LECG CONCERNING the SLC INVESTIGATION, including all COMMUNICATIONS, binders, and document compilations.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 36**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

No such privileged documents will be produced. KLA objects to this Demand to the extent it

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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 37**

9 All DOCUMENTS provided to or received from Skadden Arps Slate Meagher & Flom  
 10 LLP CONCERNING the SPECIAL INVESTIGATION.

11 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 37**

12 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 13 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 14 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 15 KLA objects to this Demand on the grounds that it is unintelligible; the Subpoena contains no  
 16 definition for the term "Special Investigation." KLA further objects to this Demand to the extent  
 17 it seeks production of documents which are neither relevant to the subject matter of this action  
 18 nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this  
 19 Demand to the extent it seeks documents protected by the attorney-client privilege, work product  
 20 doctrine, or other applicable privilege. No such privileged documents will be produced. KLA  
 21 objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive  
 22 information or information that is protected by the right to privacy of any third party that KLA is  
 23 obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests,  
 24 in whole or in part.

25 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 26 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 27 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 28 No such documents will be produced by KLA.

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34.

**PRODUCTION DEMAND NO. 38**

All DOCUMENTS provided to or received from Morgan, Lewis & Bockius LLP  
CONCERNING the SPECIAL INVESTIGATION.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 38**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA objects to this Demand on the grounds that it is unintelligible; the Subpoena contains no definition for the term "Special Investigation." KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 39**

All minutes of the meetings of THE COMPANY's Board of Directors.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 39**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.

KLA further objects to this Demand to the extent it seeks production of documents which are  
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neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

#### **PRODUCTION DEMAND NO. 40**

All minutes of the meetings of THE COMPANY'S Audit Committee.

#### **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 40**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action.

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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 No such documents will be produced by KLA.

2 **PRODUCTION DEMAND NO. 41**

3 All minutes of the meetings of THE COMPANY's Compensation Committee.

4 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 41**

5 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
6 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
7 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
8 KLA further objects to this Demand to the extent it seeks production of documents which are  
9 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
10 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
11 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
12 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
13 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
14 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
15 Demand to the extent it contains duplicative requests, in whole or in part.

16 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
17 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
18 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
19 No such documents will be produced by KLA.

20 **PRODUCTION DEMAND NO. 42**

21 All DOCUMENTS CONCERNING KLA-TENCOR's unanimous written consents  
22 granting stock options.

23 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 42**

24 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
25 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
26 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
27 KLA further objects to this Demand to the extent it seeks production of documents which are  
28 neither relevant to the subject matter of this action nor reasonably calculated to lead to the

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37.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
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1 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 2 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 3 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 4 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 5 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 6 Demand to the extent it contains duplicative requests, in whole or in part.

7 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 8 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 9 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 10 No such documents will be produced by KLA.

11 Subject to and without waiving the foregoing limitations and General and Specific  
 12 Objections, KLA will produce relevant, non-privileged documents that are responsive to this  
 13 Demand provided that an adequate protective order is entered that will protect disclosure of KLA  
 14 and KLA current and former employees' confidential, proprietary, and/or private information.

15 **PRODUCTION DEMAND NO. 43**

16 All DOCUMENTS CONCERNING THE COMPANY'S decision to pay its CEO,  
 17 Wallace, and any other officers or employees, a bonus to make up for re-pricing any of their  
 18 misdated options.

19 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 43**

20 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 21 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 22 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 23 KLA further objects to this Demand to the extent it seeks production of documents which are  
 24 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 25 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 26 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 27 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 28 seeks confidential, proprietary, or highly sensitive information or information that is protected by

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38.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
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1 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 2 Demand to the extent it contains duplicative requests, in whole or in part.

3 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 4 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 5 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 6 No such documents will be produced by KLA.

7 **PRODUCTION DEMAND NO. 44**

8 All DOCUMENTS CONCERNING COMMUNICATIONS between Lisa Berry and  
 9 anyone CONCERNING stock options, accounting for stock options, stock option procedures,  
 10 selection of stock option grant dates and all DOCUMENTS found on her computer relating to the  
 11 same subjects.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 44**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 15 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 16 KLA further objects to this Demand to the extent it seeks production of documents which are  
 17 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 18 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 19 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 20 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 21 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 22 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 23 Demand to the extent it contains duplicative requests, in whole or in part.

24 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 25 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 26 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 27 No such documents will be produced by KLA.



**PRODUCTION DEMAND NO. 45**

All DOCUMENTS CONCERNING the SLC INVESTIGATION that were shared, in whole or in part, by oral reference or otherwise with any government agency or stock exchange, including the SEC, the DOJ, or NASDAQ.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 45**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 46**

ALL DOCUMENTS CONCERNING any KLA-TENCOR stock option committee.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 46**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the

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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 2 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 3 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 4 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 5 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 6 Demand to the extent it contains duplicative requests, in whole or in part.

7 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 8 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 9 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 10 No such documents will be produced by KLA.

11 **PRODUCTION DEMAND NO. 47**

12 All DOCUMENTS created by, sent by or to, or received by or from any current or former  
 13 employee of THE COMPANY'S Human Resources Department, Finance Department, Legal  
 14 Department, or stock option committee CONCERNING THE COMPANY'S stock option grants,  
 15 which grants were dated on or as of the following dates:

- 16 1. November 14, 1991
- 17 2. September 14, 1992
- 18 3. July 26, 1994
- 19 4. April 18, 1995
- 20 5. January 15, 1996
- 21 6. September 17, 1996
- 22 7. October 8, 1996
- 23 8. April 30, 1997
- 24 9. July 21, 1997
- 25 10. July 31, 1997
- 26 11. October 30, 1997
- 27 12. November 24, 1997
- 28 13. January 20, 1998

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41.

- 1 14. March 18, 1998
- 2 15. April 27, 1998
- 3 16. June 3, 1998
- 4 17. June 22, 1998
- 5 18. August 5, 1998
- 6 19. August 31, 1998
- 7 20. September 10, 1997
- 8 21. October 19, 1998
- 9 22. October 23, 1998
- 10 23. November 3, 1998
- 11 24. November 30, 1998
- 12 25. December 16, 1998
- 13 26. January 22, 1999
- 14 27. February 26, 1999
- 15 28. March 24, 1999
- 16 29. April 19, 1999
- 17 30. May 26, 1999
- 18 31. June 15, 1999
- 19 32. July 26, 1999
- 20 33. August 20, 1999
- 21 34. November 30, 1999
- 22 35. December 16, 1999
- 23 36. January 28, 2000
- 24 37. February 18, 2000
- 25 38. April 14, 2000
- 26 39. May 25, 2000
- 27 40. July 5, 2000
- 28 41. August 13, 2000

MORGAN, LEWIS &  
BOCKIUS LLP  
ATTORNEYS AT LAW  
SAN FRANCISCO

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42.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

42. October 17, 2000
43. November 10, 2000
44. December 22, 2000
45. February 9, 2001
46. April 4, 2001
47. May 30, 2001
48. July 10, 2001
49. October 2, 2001
50. November 20, 2001
51. January 18, 2002
52. February 28, 2002
53. January 24, 2005

#### **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 47**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part. KLA objects to the production of documents pertaining to stock option grants before 1997.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action.

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43.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 No such documents will be produced by KLA.

2 Subject to and without waiving the foregoing limitations and General and Specific  
3 Objections, KLA will produce relevant, non-privileged documents that are responsive to this  
4 Demand provided that an adequate protective order is entered that will protect disclosure of KLA  
5 and KLA current and former employees' confidential, proprietary, and/or private information.

6 **PRODUCTION DEMAND NO. 48**

7 All DOCUMENTS CONCERNING COMMUNICATIONS sent by or received by Stuart  
8 J. Nichols CONCERNING stock options, the authority to grant or price stock options, Board  
9 ratification of stock option grants, including but not limited to, all drafts of the memorandum sent  
10 by Nichols dated March 19, 2001, and all COMMUNICATIONS with Wilson Sonsini Goodrich  
11 & Rosati CONCERNING stock options.

12 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 48**

13 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
14 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
15 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
16 KLA further objects to this Demand to the extent it seeks production of documents which are  
17 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
18 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
19 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
20 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
21 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
22 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
23 Demand to the extent it contains duplicative requests, in whole or in part.

24 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
25 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
26 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
27 No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 49**

All DOCUMENTS CONCERNING COMMUNICATIONS sent by or received by John Kispert or Mark Nordstrom CONCERNING stock options, accounting for stock options, other employee compensation, the making of forgivable loans to officers or employees, SCHROEDER, Kenneth Levy, Jon Tompkins, Rick Wallace, Gary Dickerson, Lisa Berry, Stuart Nichols, the Compensation Committee or the Audit Committee.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 49**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 50**

All DOCUMENTS CONCERNING internal controls existing prior to the SPECIAL COMMITTEE INVESTIGATION to assure that the granting of stock options were properly accounted for, and all DOCUMENTS relating to the training of Human Resource [sic], stock administration departments and members of the stock option committee were trained in proper procedures for granting and accounting for option grants.

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45.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 50**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 51**

Any and all stock charts or graphs reflecting historical prices of THE COMPANY'S stock prepared for or by, sent to or by, or received by or from any employee or officer of THE COMPANY'S Human Resources Department or any member of any of THE COMPANY'S stock option committees.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 51**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents

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46.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW



protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

**PRODUCTION DEMAND NO. 52**

All documents CONCERNING the November 14, 1998 COMMUNICATION from Lisa Berry to Larry Sonsini of Wilson Sonsini Goodrich & Rosati.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 52**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

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47.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

**PRODUCTION DEMAND NO. 53**

All documents CONCERNING any meeting held on April 4, 2001 at THE COMPANY, including the "Stock Option Pricing" meeting scheduled by the assistant for Maureen Lamb.

**AMENDED RESPONSE TO PRODUCTION DEMAND NO. 53**

KLA reasserts and incorporates each of the General Objections set forth above. KLA objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects to this Demand to the extent that it is vague and ambiguous, compound, and improper in form. KLA further objects to this Demand to the extent it seeks production of documents which are neither relevant to the subject matter of this action nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents protected by the attorney-client privilege, work product doctrine, or other applicable privilege. No such privileged documents will be produced. KLA objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive information or information that is protected by the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests, in whole or in part.

KLA objects to this demand to the extent it seeks documents that Schroeder already has in his possession, custody or control or are as accessible to Schroeder as they are to KLA, including, but not limited to, documents that Schroeder already has obtained from the SEC in this action. No such documents will be produced by KLA.

Subject to and without waiving the foregoing limitations and General and Specific Objections, KLA will produce relevant, non-privileged documents that are responsive to this Demand provided that an adequate protective order is entered that will protect disclosure of KLA and KLA current and former employees' confidential, proprietary, and/or private information.

**PRODUCTION DEMAND NO. 54**

All calendars, diaries, or notes CONCERNING any witness or potential witness contacted during the SPECIAL COMMITTEE INVESTIGATION, including DOCUMENTS CONCERNING Kenneth Levy, Gary Dickerson, Jon Tompkins, John Kispert, Lisa Berry, Stuart Nichols, Maureen Lamb, Joy Nyberg, and Mark Nordstrom and all of the COMPANY'S vice

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48.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 presidents of Human Resources.

2 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 54**

3 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
4 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
5 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
6 KLA further objects to this Demand to the extent it seeks production of documents which are  
7 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
8 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
9 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
10 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
11 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
12 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
13 Demand to the extent it contains duplicative requests, in whole or in part.

14 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
15 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
16 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
17 No such documents will be produced by KLA.

18 **PRODUCTION DEMAND NO. 55**

19 All DOCUMENTS CONCERNING stock options discussed and/or granted or issued by  
20 THE COMPANY to prepare for a potential change-in-control of THE COMPANY.

21 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 55**

22 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
23 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
24 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
25 KLA further objects to this Demand to the extent it seeks production of documents which are  
26 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
27 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
28 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

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49.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 2 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 3 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 4 Demand to the extent it contains duplicative requests, in whole or in part.

5 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 6 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 7 but not limited to, documents that Schroeder already has obtained from the SEC in this action.

8 No such documents will be produced by KLA.

9 Subject to and without waiving the foregoing limitations and General and Specific  
 10 Objections, KLA will produce relevant, non-privileged documents that are responsive to this  
 11 Demand provided that an adequate protective order is entered that will protect disclosure of KLA  
 12 and KLA current and former employees' confidential, proprietary, and/or private information.

13 **PRODUCTION DEMAND NO. 56**

14 All DOCUMENTS CONCERNING any request by counsel for Gregory Reyes in *United*  
 15 *States v Reyes*, Case No. CR 06-4435 CRB (Northern District of California), to YOU for  
 16 permission to use in that case YOUR information or DOCUMENTS that CONCERNED YOUR  
 17 stock option practices, including but not limited to all COMMUNICATIONS CONCERNING  
 18 such request(s) for permission to use DOCUMENTS or information CONCERNING Stephen  
 19 Beyer.

20 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 56**

21 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 22 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 23 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 24 KLA further objects to this Demand to the extent it seeks production of documents which are  
 25 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 26 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 27 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.

28 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
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1 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 2 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 3 Demand to the extent it contains duplicative requests, in whole or in part.

4 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 5 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 6 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 7 No such documents will be produced by KLA.

8 **PRODUCTION DEMAND NO. 57**

9 All COMMUNICATIONS CONCERNING stock options or accounting for stock options  
 10 sent or received by Ken Levy, Ken Schroeder, Gary Dickerson, Jon Tompkins, John Kispert, Lisa  
 11 Berry, Mark Nordstrom, Stuart Nichols, Maureen Lamb, and any officer or employee of KLA-  
 12 TENCOR's human resources, finance, stock administration, and legal departments.

13 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 57**

14 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 15 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 16 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 17 KLA further objects to this Demand to the extent it seeks production of documents which are  
 18 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 19 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 20 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 21 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 22 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 23 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 24 Demand to the extent it contains duplicative requests, in whole or in part.

25 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 26 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 27 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 28 No such documents will be produced by KLA.

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51.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 Subject to and without waiving the foregoing limitations and General and Specific  
 2 Objections, KLA will produce relevant, non-privileged documents that are responsive to this  
 3 Demand provided that an adequate protective order is entered that will protect disclosure of KLA  
 4 and KLA current and former employees' confidential, proprietary, and/or private information.

5 **PRODUCTION DEMAND NO. 58**

6 All DOCUMENTS CONCERNING KENNETH SCHROEDER including all  
 7 DOCUMENTS concerning his employment, responsibilities at THE COMPANY, option grants,  
 8 and any action taken with respect to him based on the SPECIAL COMMITTEE  
 9 INVESTIGATION OR SPECIAL LITIGATION COMMITTEE INVESTIGATION.

10 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 58**

11 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
 12 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
 13 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
 14 KLA further objects to this Demand to the extent it seeks production of documents which are  
 15 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
 16 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
 17 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
 18 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
 19 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
 20 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
 21 Demand to the extent it contains duplicative requests, in whole or in part.

22 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
 23 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
 24 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
 25 No such documents will be produced by KLA.

26 **PRODUCTION DEMAND NO. 59**

27 All DOCUMENTS CONCERNING internal controls that THE COMPANY put into place  
 28 on the basis of the results of the SPECIAL INVESTIGATION to assure proper granting and

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52.

THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
 RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW

1 accounting for its stock options and education of its personnel and directors regarding stock  
2 option grants.

3 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 59**

4 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
5 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
6 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
7 KLA objects to this Demand on the grounds that it is unintelligible; the Subpoena contains no  
8 definition for the term "Special Investigation." KLA further objects to this Demand to the extent  
9 it seeks production of documents which are neither relevant to the subject matter of this action  
10 nor reasonably calculated to lead to the discovery of admissible evidence. KLA objects to this  
11 Demand to the extent it seeks documents protected by the attorney-client privilege, work product  
12 doctrine, or other applicable privilege. No such privileged documents will be produced. KLA  
13 objects to this Demand to the extent it seeks confidential, proprietary, or highly sensitive  
14 information or information that is protected by the right to privacy of any third party that KLA is  
15 obligated to safeguard. KLA objects to this Demand to the extent it contains duplicative requests,  
16 in whole or in part.

17 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
18 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
19 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
20 No such documents will be produced by KLA.

21 **PRODUCTION DEMAND NO. 60**

22 All DOCUMENTS CONCERNING any decisions made by the COMPANY  
23 CONCERNING any remedial action taken or considered by THE COMPANY based on the  
24 SPECIAL COMMITTEE INVESTIGATION, including employment decisions, requests for  
25 director resignations and stock option re-pricing decisions and bonus decisions.

26 **AMENDED RESPONSE TO PRODUCTION DEMAND NO. 60**

27 KLA reasserts and incorporates each of the General Objections set forth above. KLA  
28 objects to this Demand to the extent that it is overly broad and unduly burdensome. KLA objects  
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THIRD PARTY KLA-TENCOR CORPORATION'S AMENDED AND SUPPLEMENTAL OBJECTIONS AND  
RESPONSES TO DEFENDANT'S SUBPOENA FOR RECORDS, CASE NO. C-07-3798-JW



1 to this Demand to the extent that it is vague and ambiguous, compound, and improper in form.  
2 KLA further objects to this Demand to the extent it seeks production of documents which are  
3 neither relevant to the subject matter of this action nor reasonably calculated to lead to the  
4 discovery of admissible evidence. KLA objects to this Demand to the extent it seeks documents  
5 protected by the attorney-client privilege, work product doctrine, or other applicable privilege.  
6 No such privileged documents will be produced. KLA objects to this Demand to the extent it  
7 seeks confidential, proprietary, or highly sensitive information or information that is protected by  
8 the right to privacy of any third party that KLA is obligated to safeguard. KLA objects to this  
9 Demand to the extent it contains duplicative requests, in whole or in part.

10 KLA objects to this demand to the extent it seeks documents that Schroeder already has in  
11 his possession, custody or control or are as accessible to Schroeder as they are to KLA, including,  
12 but not limited to, documents that Schroeder already has obtained from the SEC in this action.  
13 No such documents will be produced by KLA.

14 Dated: December 14, 2007

MORGAN, LEWIS & BOCKIUS LLP

15  
16 By 

17 Thomas R. Green  
18 Attorneys for Third Party KLA-Tencor  
19 Corporation  
20  
21  
22  
23  
24  
25  
26  
27

**Exhibit 11**

Morgan, Lewis & Bockius LLP  
One Market, Spear Street Tower  
San Francisco, CA 94105  
Tel: 415.442.1000  
Fax: 415.442.1001  
www.morganlewis.com

**Morgan Lewis**  
COUNSELORS AT LAW

Joseph E. Floren  
415.442.1381  
jfloren@morganlewis.com

December 14, 2007

**VIA FIRST CLASS MAIL AND EMAIL**

Shirli Fabbri Weiss, Esq.  
DLA Piper US LLP  
401 B Street, Suite 1700  
San Diego, CA 92101

**Re: SEC v. Schroeder**

**Dear Shirli:**

Enclosed please find KLA-Tencor Corporation's ("KLA" or the "Company") Amended Objections and Responses to Defendant's Subpoena for Records dated October 18, 2007. Following our lengthy meet-and-confer discussions on November 20, 2007, the enclosed Objections and Responses supersede KLA's previous response to the subpoena. We have also enclosed a privilege log. For the reasons set forth below, however, KLA is not prepared to produce any additional documents at this time beyond the 6,179 documents already produced.

KLA has learned that Mr. Schroeder *already has in his possession* the vast majority of the documents that he is seeking from KLA by way of the subpoena. KLA conducted an extensive internal investigation in which it collected and produced tens of thousands of documents to the SEC in connection with the SEC's investigation of the Company. We are now advised that the SEC has simply produced those documents to Mr. Schroeder wholesale along with its initial disclosures in its lawsuit against your client. Those initial disclosures comprise more than 75,000 pages of KLA documents and apparently include all of the documents that KLA previously produced to the SEC. Amazingly, it appears that Mr. Schroeder received these documents on or around October 3, 2007, approximately two weeks before he served the subpoena on KLA seeking primarily the same documents he already possessed.

Mr. Schroeder had no basis to resort to subpoena to seek production of documents that were already in his possession. His actions in doing so needlessly caused KLA to incur substantial expense in responding to the subpoena, including grappling with complex privilege, burden, and

**Morgan Lewis**  
COUNSELLORS AT LAW

Shirli Fabbri Weiss, Esq.  
December 14, 2007  
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relevance questions and preparing documents for review and production. Most surprising is that you engaged me in over three hours of telephonic meet-and-confer sessions, the great majority of which was spent reviewing Mr. Schroeder's requests for these very same documents, without ever disclosing that your client already possessed them and the bulk of the documents subject to the subpoena. KLA is not a party to this litigation, and Mr. Schroeder's tactics appear designed to place an immense and undue burden on KLA. He has succeeded in doing so. Moreover, based on our other conversations and correspondence, it is clear that Mr. Schroeder's subpoena to KLA has more to do with his attempt to build his own purported case against KLA than it does with the defense of this action. Your client's future intended legal action against KLA is not a proper basis for a subpoena in this action.

KLA does not intend to devote any more resources to the production of the documents that Mr. Schroeder already has. If your concern is that you have an incomplete set of documents from the SEC, we are more than happy to meet and confer with you and to take appropriate steps to provide confirmation that the documents your client already has are in fact complete and genuine copies of the KLA documents sought by the subpoena.

We believe that there may be some additional documents responsive to the subpoena that were not produced to the SEC, but that all such documents are of a highly confidential and/or personal nature. Such documents, as you are well aware, are permeated with private and confidential personnel, compensation, and salary information of KLA officers and employees, as well as copious material non-public information related to the Company's restatement, financial accounting judgments applied, and personnel actions taken in connection therewith. As we have discussed, KLA will not compromise either its own confidential and proprietary documents or documents containing personal confidential information of its current and former employees. Until Mr. Schroeder changes his position regarding a protective order, KLA will not produce any of these personal and confidential documents. KLA reserves all other objections interposed as to these requests.

As stated during our meet-and-confer discussions on November 20, 2007, KLA does not intend to produce documents regarding the Special Litigation Committee ("SLC"), which is effectively Mr. Schroeder's litigation opponent. During that same call, you stated that Mr. Schroeder will wait to pursue issues related to the SLC. We trust that your position has not changed.

We also discussed at length, both before and after issuance of the subpoena, the fact that your client seeks production of many documents that are privileged and/or constitute protected work product. With regard to documents created while Mr. Schroeder was CEO or an employee of KLA, or which were shown to him during that period, KLA was willing to entertain the possibility of producing such documents to Mr. Schroeder subject to an express agreement by all parties that such production would not constitute a waiver of the attorney-client privilege or attorney work product doctrine. After initially offering to so stipulate in order to smooth the way for document production, Mr. Schroeder changed position during our call on November 20 and

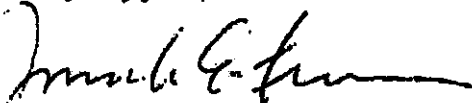
**Morgan Lewis**  
COUNSELLORS AT LAW

Shirli Fabbri Weiss, Esq.  
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made clear he will *not* agree to any such stipulation and instead will reserve the right to contend that any such production by KLA would waive all privileges for all purposes. This continues to complicate matters for KLA in responding to the subpoena. Mr. Schroeder's claim that KLA waived all attorney-client privilege and attorney work product when it produced documents to the SEC pursuant to a confidentiality agreement is simply wrong. I have enclosed a privilege log of KLA documents subject to attorney client and/or work product protection.

We hope to reach a reasonable compromise on these issues and look forward to speaking with you further.

Very truly yours,



Joseph E. Floren

**Securities and Exchange Commission v. Kenneth L. Schroeder  
KLA-Tencor Corporation's Log of Privileged Documents**

DOC NUMBER
KT ACWP-PRIV 0001-0226
KT ACWP-PRIV 0227-0228
KT ACWP-PRIV 00000227-1165
KT ACWP-PRIV 00001168-1172
KT ACWP-PRIV 00001173-1308
KT ACWP-PRIV 00001309-1324
KT ACWP-PRIV 0001325-1330
KT ACWP-PRIV 00001331
KT ACWP-PRIV 00001736-1741
KT ACWP-PRIV 00001742-1874
KT ACWP-PRIV 00001875-1898
KT ACWP-PRIV 00001899-1976
KT ACWP-PRIV 00001977-1986
KT ACWP-PRIV 00001987-2050
KT ACWP-PRIV 00002051-2346
KT ACWP-PRIV 00002347-3255
KT ACWP-PRIV 00001331-1735
KT ACWP-PRIV 00003856-3972
KT ACWP-PRIV 00003973-3986
KT ACWP-PRIV 00003987-4047
KT ACWP-PRIV 0004048-4107
KT ACWP-PRIV 00004108-5186
KT ACWP-PRIV 00005187-5202
KT ACWP-00005203-5209
KT ACWP-PRIV 00005210-5220